

OSTER

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RECORDATION NO. 2935D FILED

JUL 20 '10 -4 45 PM

SURFACE TRANSPORTATION BOARD

July 20, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board is one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Assignment Agreement 7/14/10

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, MN 55402

Assignor: Inspiration Holdings, Inc.
2460 W. 26th Avenue
Denver, CO 80211

Equipment: 23, Tank Cars
ROCX 8002-8049, NI

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.

Summary: Memorandum of Assignment Agreement dated 7/14/10 between Wells Fargo Equipment Finance, Inc. as Assignee and Inspiration Holdings, Inc. as Assignor including 23, Tank Cars marked ROCX 8002-8049, NI.

Sincerely,



Mary Ann Oster
Research Consultant

RECORDATION NO. 29350 FILED

JUL 20 '10 -4 45 PM



Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

SURFACE TRANSPORTATION BOARD

Memorandum of Assignment Agreement

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 14th day of July, 2010, by and between Inspiration Holdings, Inc., a Colorado corporation ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

WITNESSETH

1. Assignor has agreed to assign to Assignee that certain lease agreement dated April 12, 2010, between Assignor, as Lessor and Rocky Mountain Transportation Services, Inc., as Lessee for the Twenty-Three (23) Tank Cars bearing the railroad reporting markings set forth on Schedule A hereto.

2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

In Witness Whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of July 14, 2010.

Wells Fargo Equipment Finance, Inc.

By: [Signature]

Title: Sr. Contract Admin

Inspiration Holdings, Inc.

By: [Signature]

Title: President



Wells Fargo Equipment Finance
Investors Building, Suite 700
739 Marquette Ave So
Minneapolis, MN 55402

Schedule A
to Memorandum of
Assignment Agreement

Debtor: Inspiration Holdings, Inc.

Twenty (23) Tank Cars with the following markings:

Initial	Number	Initial	Number
ROCX	8002	ROCX	8026
ROCX	8005	ROCX	8027
ROCX	8007	ROCX	8029
ROCX	8008	ROCX	8032
ROCX	8010	ROCX	8034
ROCX	8015	ROCX	8035
ROCX	8016	ROCX	8036
ROCX	8019	ROCX	8037
ROCX	8020	ROCX	8043
ROCX	8021	ROCX	8045
ROCX	8023	ROCX	8049
ROCX	8025		

Equipment originally located at: 7312 Ralston Road, Arvada, CO 80002

Dated: July 14, 2010

Debtor: Inspiration Holdings, Inc.

By:

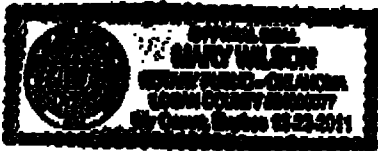
Title:

Jeff L. Coffey
President



STATE OF OKLAHOMA
COUNTY OF Logan

On this 15th day of July, 2010, before me, a Notary Public of the City and State aforesaid, personally appeared Theresa Coffey to me personally known, who being by me duly sworn, says that he is the President of Inspiration Holdings, an Sub S corporation, the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notarial seal.

Mary Wilson
Notary Public

My commission expires: 12/22/2011

STATE OF minn
COUNTY OF Stearns

On this 19th day of July, 2010, before me a Notary Public of the City and State aforesaid, personally appeared Peter Naege, to me personally known who being by me duly sworn, says that (he/she) is a Co. Content Admin. of Wells Fargo Bank Finance, that foregoing instrument is/was signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

(Seal) MARGARET J. KIERNAN
Notary Public-Minnesota
My Commission Expires Jan 31, 2015

Margaret J. Kiernan
Notary Public

1-31-2015